

LARSON & ZIRZOW, LLC  
ZACHARIAH LARSON, ESQ.  
Nevada Bar No. 7787  
E-mail: zlarson@lzlawnv.com  
MATTHEW C. ZIRZOW, ESQ.  
Nevada Bar No. 7222  
E-mail: mzirzow@lzlawnv.com  
810 S. Casino Center Blvd. #101  
Las Vegas, Nevada 8 9101  
Telephone: (702) 382-1170  
Fascimile: (702) 382-1169

Attorneys for Debtors

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re:  WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re:  GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11  Date: November 25, 2013 Time: 3:00 p.m.

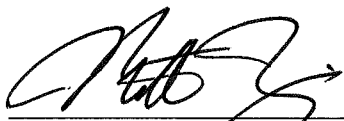
**SUPPLEMENT TO MOTION FOR MOTION FOR APPROVAL OF PROCEDURES  
MOTION FOR ORDER: (I) APPROVING ADEQUACY OF DISCLOSURES IN  
DEBTORS' PROPOSED JOINT DISCLOSURE STATEMENT TO ACCOMPANY  
DEBTORS' JOINT PLAN OF REORGANIZATION; (II) SETTING DEADLINES FOR  
BALLOTING AND OPPOSING CONFIRMATION OF DEBTORS' JOINT PLAN;  
(III) APPROVING FORM OF BALLOTS; (IV) SETTING A RECORD DATE FOR  
VOTING PURPOSES; AND (V) SETTING CONFIRMATION HEARING ON THE PLAN**

Western Funding Incorporated, a California corporation, Western Funding Inc. of Nevada, a Nevada corporation, and Global Track GPS, LLC, a Delaware limited liability company (collectively, the "Debtors"), debtors and debtors in possession, by and through their counsel, Larson & Zirzow, LLC, hereby supplement their previously filed *Motion for Approval of Procedures Motion for Order: (I) Approving Adequacy of Disclosures in Debtors' Proposed Joint Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization; (II) Setting Deadlines for Balloting and Opposing Confirmation of Debtors' Joint Plan; (III) Approving Form of Ballots; (IV) Setting a Record Date for Voting Purposes; and (V) Setting Confirmation Hearing on the Plan* [ECF No. 322], with the following:

1. Exhibit 1: Liquidation Analysis
2. Exhibit 2: Proposed Disclosure Statement Order
3. Exhibit 3: Proposed Forms of Ballots
4. Exhibit 4: Proposed Form of Notice of Non-Voting Interest
5. Exhibit 5: Notice of Confirmation Hearing

DATED: November 25, 2013.

LARSON & ZIRZOW, LLC

By:   
ZACHARIAH LARSON, ESQ.  
Nevada Bar No. 7787  
MATTHEW C. ZIRZOW, ESQ.  
Nevada Bar No. 7222  
810 S. Casino Center Blvd., Suite 101  
Las Vegas, Nevada 89101

Attorneys for Debtors

# **EXHIBIT “1”**

**WESTERN FUNDING LIQUIDATION ANALYSIS (UNAUDITED) AS OF JANUARY 2014**

<b><u>ASSETS</u></b>	<b><u>Value</u></b>	<b><u>Notes</u></b>
<b><u>Tangible Personal Property</u></b>		
Net Portfolio Value (Encumbered by BMO)	\$20,756,690	See Runoff Scenario
Cash (Encumbered by BMO)	\$1,800,000	See Cash Projection
Real Property (Encumbered by Disputed B Deeds of Trust)	\$2,000,000	Per Appraisal
<b><u>Intangible Personal Property</u></b>		
Avoidance Actions	Unknown	
Litigation Claims	Unknown	
<b>Total Asset Value ("TAV"):</b>	<b>\$24,556,690</b>	
<b>Total Encumbered Asset Value ("TEAV"):</b>	<b>\$22,556,690</b>	
<b>Unencumbered Total Asset Value ("UTAV"):</b>	<b>\$2,000,000</b>	

**ALLOCATION OF NET LIQUIDATION PROCEEDS**

<b><u>Administrative</u></b>		
Chapter 7 Trustee Fees (11 USC 326)	\$80,000	(est. at 4% of UTAV)
Chapter 7 Professional, Accounting and Broker Fees	\$240,000	(est. at 12% of UTAV)
Chapter 11 Administrative Claims	\$985,000	Per Carveout
U.S. Trustee's Fees	\$15,000	Per Carveout
<b>Subtotal Administrative</b>	<b>\$1,320,000</b>	
<b>Net Liquidation Proceeds After Administrative Claims</b>	<b>\$23,236,690</b>	
<b>Net Unencumbered Liquidation Proceeds After Administrative Claims</b>		<b>\$680,000</b>

<b><u>Non-Administrative</u></b>		
	<b><u>Est. Allowed Claims</u></b>	<b><u>Est. Recovery %</u></b>
Class 1 - Priority Non-Tax Claims	\$0	100.0%
Class 2 - Senior Secured Claims	\$26,800,000	84.2%
Class 3 - Miscellaneous Secured Claim	\$0	100.00%
Class 4 - B Member Secured Claim**	\$3,000,000	Contingent on Litigation
Class 5 - General Unsecured Claim*	\$15,000,000	Contingent on Litigation
Class 6 - Intercompany Claims	\$0	0.0%
Class 7 - Interests	N/A	0.0%

\*Includes the est. unsecured deficiency claim of BMO:  
and est. rejection damages claims of dealers:

\$4,243,310
\$4,000,000

\*\*Litigation Contingency with respect to B Parties Deeds of Trust on Real Properties.

If B Parties' Deeds of Trust remain on Real Properties:

Class 4 - B Member Secured Claim	\$3,000,000	22.7%
Class 5 - General Unsecured Claim	\$15,000,000	0.0%

If B Parties' Deeds of Trust are avoided from Real Properties:

Class 4 - B Member Secured Claim	\$0	0.0%
Class 5 - General Unsecured Claim	\$18,000,000	3.8%

### Notes To Chapter 7 Liquidation Analysis

For purposes of this Chapter 7 Liquidation Analysis, it is assumed hypothetically that the Plan could not ultimately be confirmed at the Confirmation Hearing on December 20, 2013 and, on or about January 1, 2014 (the “Conversion Date”), the Chapter 11 Case is converted to a proceeding under Chapter 7 of the Bankruptcy Code (the “Chapter 7 Case”). In connection with the hypothetical commencement of the Chapter 7 Case, it is assumed that on or about the Conversion Date, a Chapter 7 trustee is appointed to, among other things, manage the liquidation process, complete a claims analysis, defend against causes of action and/or claims asserted against Debtor, and distribute liquidation proceeds and other assets ultimately realized in accordance with the priorities established by the Bankruptcy Code. This Chapter 7 Liquidation Analysis should be read in conjunction with the Disclosure Statement and all undefined, capitalized terms shall have the meaning ascribed to them in the Disclosure Statement and Plan.

Note 1 - As discussed in the Disclosure Statement, the Real Property has an “As Is” value of not less than \$2,000,000.

Note 2 - Pursuant to the *Stipulation Authorizing Debtors to Use Cash Collateral, Granting Adequate Protection and Granting Relief from the Automatic Stay Pursuant to 11 U.S.C. § 361, 362 and 363* (the “Cash Collateral Stipulation”), which has been approved by final order of this Court, all of Debtors’ cash is the Senior Secured Lender’s collateral. In the event the Chapter 11 Case is converted, the Cash Collateral Stipulation will remain in effect because the orders approving it provide that it shall be binding on any successor upon conversion to Chapter 7.

Note 3 - As discussed more fully in the Disclosure Statement, in a Chapter 7 Case, the Chapter 7 trustee must liquidate Debtors’ assets and distribute the proceeds to Holders of Allowed Claims. However, if a sale of Property could not be expeditiously effectuated for a sum in-excess-of the Senior Secured Claim, the Senior Secured Lenders would seek relief from the automatic stay to foreclose on its collateral or the Chapter 7 trustee would seek to abandon the collateral. In the event that Secured Lender forecloses on its collateral after conversion to Chapter 7, the Senior Secured Lender will receive at the foreclosure sale, its collateral with a value equal to or greater than its debt, subject to the foreclosure costs, and would subsequently incur additional sales costs of approximately 5-10%.

Note 4 - The theoretical Chapter 7 trustee fees were calculated pursuant to Section 326 of the Bankruptcy Code and based on the assumption that stay relief is granted and Secured Lender forecloses on all of Debtors’ assets.

Note 5 - The Chapter 11 professional fees and expenses are an estimation of the unpaid fees and costs expected to be incurred from the Petition Date through the Conversion Date by Debtors’ duly-retained professionals, which fees and expenses exceed the retainers held by such professionals and are anticipated to be unpaid as of the Conversion Date. The Carveout to these professionals is provided in the Cash Collateral Stipulation.

Note 6 - The Chapter 7 professional fees and expenses are an estimation of the fees and costs expected to be incurred by professionals retained by the theoretical Chapter 7 trustee who would be appointed if the Plan is not confirmed at the Confirmation Hearing and the Chapter 11 Case is converted to the Chapter 7 Case.

# Western Funding, Inc. Liquidation Model

Western Funding  
Liquidation Analysis  
24 Month Run Off Scenario

	1 November Forecast	2 December Forecast	3 January Forecast	4 February Forecast	5 March Forecast	6 April Forecast	7 May Forecast	8 June Forecast	9 July Forecast
<b>Cash Receipts</b>									
Gross Customer & Dealer Pmts, REPO Sales **	2,551,574	2,378,657	2,304,235	2,230,818	2,151,788	2,078,524	2,000,557	1,923,575	1,852,632
Other Cash Deposits									
<b>Total Cash Receipts</b>	<b>2,551,574</b>	<b>2,378,657</b>	<b>2,304,235</b>	<b>2,230,818</b>	<b>2,151,788</b>	<b>2,078,524</b>	<b>2,000,557</b>	<b>1,923,575</b>	<b>1,852,632</b>
<b>Less:</b>									
Operating Cash Disbursements									
On-line Credit Tools									
On-line Collection Tools	16,000	16,000	16,000	16,000	16,000	16,000	16,000	16,000	16,000
Titles, License, DMV and Taxes	12,000	12,000	25,000	12,000	7,000	25,000	7,000	7,000	25,000
Recovery Tools & Court Fees	1,000	1,000	1,000	2,500	2,500	2,500	4,000	4,000	4,000
REPO, Impound & Door Knock	32,000	32,000	32,000	32,000	30,000	30,000	30,000	30,000	30,000
Telephone & Communications	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Utilities	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Equipment Leases	35,000	35,000	35,000	35,000	35,000	35,000	35,000	35,000	35,000
Office Rent/Storage/Real Estate Taxes	29,000	29,000	29,000	25,000	25,000	25,000	25,000	25,000	25,000
Dealer Reserve Check Payable	-	-	-	-	-	-	-	-	-
Expense Reimbursement	-	-	-	-	-	-	-	-	-
General Insurance **	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Merchant Fees	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Car Allowances	8,000	8,000	8,000	5,000	5,000	5,000	5,000	5,000	5,000
Payroll & Payroll Taxes	330,000	330,000	330,000	330,000	330,000	330,000	330,000	330,000	330,000
401(k)	23,000	23,000	23,000	23,000	23,000	23,000	23,000	23,000	23,000
ADP Admin Fees / 401K Audit	5,500	5,500	5,500	5,500	5,500	5,500	5,500	5,500	5,500
Temp Staffing	-	-	-	-	-	-	-	-	-
Health Insurance	20,200	20,200	20,200	20,200	20,200	20,200	20,200	20,200	20,200
Customer Billing, Postage & Fedex	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Office Supplies & Equipment	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
Travel & Meals	4,000	4,000	4,000	4,000	2,000	2,000	-	-	-
Customer Refunds	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Miscellaneous	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
<b>Total Operating Disbursements</b>	<b>625,700</b>	<b>625,700</b>	<b>638,700</b>	<b>620,200</b>	<b>611,200</b>	<b>629,200</b>	<b>610,700</b>	<b>610,700</b>	<b>628,700</b>
<b>Bankruptcy Cash Disbursements</b>									
Professional Fees (incl. Liq. Trustee)	250,000	250,000	250,000	250,000	250,000	250,000	150,000	150,000	150,000
Back Up Services Fee	-	-	-	-	-	-	-	-	-
US Trustee Fees	-	-	11,000	-	-	11,000	-	-	11,000
Utility Deposit	-	-	-	-	-	-	-	-	-
<b>Total Disbursements</b>	<b>875,700</b>	<b>875,700</b>	<b>899,700</b>	<b>870,200</b>	<b>861,200</b>	<b>890,200</b>	<b>760,700</b>	<b>760,700</b>	<b>789,700</b>
<b>Net Cash Flow</b>	<b>1,675,874</b>	<b>1,502,957</b>	<b>1,404,535</b>	<b>1,360,618</b>	<b>1,290,588</b>	<b>1,188,324</b>	<b>1,239,857</b>	<b>1,162,875</b>	<b>1,062,932</b>



# Western Funding, Inc. Liquidation Model

Western Funding  
Liquidation Analysis  
24 Month Run Off Scenario

	10 August Forecast	11 September Forecast	12 October Forecast	13 November Forecast	14 December Forecast	15 January Forecast	16 February Forecast	17 March Forecast	18 April Forecast
<b>Cash Receipts</b>									
Gross Customer & Dealer Pmts, REPO Sales **	1,776,354	1,706,856	1,631,122	1,555,852	1,482,789	1,409,806	1,336,123	1,259,094	1,175,100
Other Cash Deposits									
<b>Total Cash Receipts</b>	<b>1,776,354</b>	<b>1,706,856</b>	<b>1,631,122</b>	<b>1,555,852</b>	<b>1,482,789</b>	<b>1,409,806</b>	<b>1,336,123</b>	<b>1,259,094</b>	<b>1,175,100</b>
<b>Less:</b>									
Operating Cash Disbursements									
On-line Credit Tools	-	-	-	-	-	-	-	-	-
On-line Collection Tools	16,000	16,000	16,000	16,000	16,000	16,000	16,000	16,000	16,000
Titles, License, DMV and Taxes	7,000	7,000	25,000	5,000	10,000	25,000	10,000	7,000	5,000
Recovery Tools & Court Fees	4,000	4,000	4,000	6,000	6,000	6,000	6,000	6,000	6,000
REPO, Impound & Door Knock	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000
Telephone & Communications	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Utilities	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Equipment Leases	35,000	35,000	35,000	35,000	35,000	35,000	35,000	35,000	35,000
Office Rent/ Storage/Real Estate Taxes	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Dealer Reserve Check Payable	-	-	-	-	-	-	-	-	-
Expense Reimbursement	-	-	-	-	-	-	-	-	-
General Insurance **	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Merchant Fees	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Car Allowances	5,000	5,000	5,000	2,500	2,500	2,500	2,500	2,500	2,500
Payroll & Payroll Taxes	330,000	330,000	330,000	250,000	250,000	250,000	250,000	250,000	250,000
401(k)	23,000	23,000	23,000	17,000	17,000	17,000	17,000	17,000	17,000
ADP Admin Fees / 401K Audit	5,500	5,500	5,500	4,000	4,000	4,000	4,000	4,000	4,000
Temp Staffing	-	-	-	-	-	-	-	-	-
Health Insurance	20,200	20,200	20,200	15,000	15,000	15,000	15,000	15,000	15,000
Customer Billing, Postage & FedEx	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Office Supplies & Equipment	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
Travel & Meals	-	-	-	-	-	-	-	-	-
Customer Refunds	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Miscellaneous	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
<b>Total Operating Disbursements</b>	<b>610,700</b>	<b>610,700</b>	<b>628,700</b>	<b>515,500</b>	<b>520,500</b>	<b>535,500</b>	<b>520,500</b>	<b>517,500</b>	<b>515,500</b>
Bankruptcy Cash Disbursements									
Professional Fees (incl. Liq. Trustee)	150,000	150,000	150,000	100,000	100,000	100,000	100,000	100,000	100,000
Back Up Service Fee	-	-	-	-	-	-	-	-	-
US Trustee Fees	-	-	11,000	-	-	11,000	-	-	11,000
Utility Deposit	-	-	-	-	-	-	-	-	-
<b>Total Disbursements</b>	<b>760,700</b>	<b>760,700</b>	<b>789,700</b>	<b>615,500</b>	<b>620,500</b>	<b>646,500</b>	<b>620,500</b>	<b>617,500</b>	<b>626,500</b>
<b>Net Cash Flow</b>	<b>1,015,654</b>	<b>946,156</b>	<b>841,422</b>	<b>940,352</b>	<b>862,289</b>	<b>763,306</b>	<b>715,623</b>	<b>641,594</b>	<b>548,600</b>

# Western Funding, Inc. Liquidation Model

Western Funding  
Liquidation Analysis  
24 Month Run Off Scenario

	19 May Forecast	20 June Forecast	21 July Forecast	Total Budget
<b>Cash Receipts</b>				
Gross Customer & Dealer Pmts, REPO Sales **	1,096,520	1,019,675	647,438	35,569,090
Other Cash Deposits				-
<b>Total Cash Receipts</b>	<b>1,096,520</b>	<b>1,019,675</b>	<b>647,438</b>	<b>35,569,090</b>
<b>Less:</b>				
Operating Cash Disbursements				
On-line Credit Tools	-	-	-	-
On-line Collection Tools	16,000	16,000	16,000	336,000
Titles, License, DMV and Taxes	5,000	5,000	5,000	248,000
Recovery Tools & Court Fees	2,000	2,000	2,000	76,500
REPO, Impound & Door Knock	10,000	10,000	10,000	578,000
Telephone & Communications	15,000	15,000	15,000	405,000
Utilities	3,000	3,000	3,000	63,000
Equipment Leases	15,000	15,000	15,000	675,000
Office Rent/ Storage/Real Estate Taxes	25,000	25,000	25,000	537,000
Dealer Reserve Check Payable	-	-	-	-
Expense Reimbursement	-	-	-	-
General Insurance **	10,000	10,000	10,000	210,000
Merchant Fees	10,000	10,000	10,000	480,000
Car Allowances	2,500	2,500	2,500	91,500
Payroll & Payroll Taxes	150,000	150,000	150,000	5,910,000
401(k)	10,000	10,000	10,000	408,000
ADP Admin Fees / 401K Audit	2,000	2,000	2,000	96,000
Temp Staffing	-	-	-	-
Health Insurance	9,000	9,000	9,000	359,400
Customer Billing, Postage & Fedex	10,000	10,000	10,000	210,000
Office Supplies & Equipment	2,000	2,000	2,000	42,000
Travel & Meals	-	-	-	20,000
Customer Refunds	20,000	20,000	20,000	420,000
Miscellaneous	20,000	20,000	20,000	420,000
<b>Total Operating Disbursements</b>	<b>336,500</b>	<b>336,500</b>	<b>336,500</b>	<b>11,385,400</b>
Bankruptcy Cash Disbursements				
Professional Fees (incl. Liq. Trustee)	50,000	50,000	50,000	3,150,000
Back Up Servicer Fee	-	-	-	-
US Trustee Fees	-	-	11,000	77,000
Utility Deposit	-	-	-	-
<b>Total Disbursements</b>	<b>386,500</b>	<b>386,500</b>	<b>397,500</b>	<b>14,812,400</b>
<b>Net Cash Flow</b>	<b>710,020</b>	<b>633,175</b>	<b>249,938</b>	<b>20,756,690</b>

PV Estimates	
6%	0.5000%
PV at 6%	\$18,692,646.48
10%	0.8333%
PV at 10%	\$17,436,988.44
15%	1.2500%
PV at 15%	\$15,990,513.85
20%	1.6667%
PV at 20%	\$14,669,246.69



## **EXHIBIT “2”**

LARSON & ZIRZOW, LLC  
 810 S. Casino Center Blvd. #101  
 Las Vegas, Nevada 89101  
 Tel: (702) 382-1170 Fax: (702) 382-1169

LARSON & ZIRZOW, LLC  
 MATTHEW C. ZIRZOW, ESQ.  
 Nevada Bar No. 7222  
 E-mail: mzirzow@lzlawnv.com  
 810 S. Casino Center Blvd. #101  
 Las Vegas, Nevada 89101  
 Telephone: (702) 382-1170  
 Facsimile: (702) 382-1169  
 Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA

In re:  
 WESTERN FUNDING INCORPORATED,  
 Debtor.

Case No.: BK-S-13-17588-LED  
 Chapter 11  
 (Jointly Administered)

In re:  
 WESTERN FUNDING INC. OF NEVADA,  
 Debtor.

Case No.: BK-S-13-17586-LED  
 Chapter 11

In re:  
 GLOBAL TRACK GPS, LLC,  
 Debtor.

Case No.: BK-S-13-17589-LED  
 Chapter 11

**ORDER: (i) APPROVING ADEQUACY OF DISCLOSURES IN DEBTORS' PROPOSED DISCLOSURE STATEMENT TO ACCOMPANY DEBTORS' JOINT PLAN OF REORGANIZATION; (ii) SETTING DEADLINES FOR BALLOTING AND OPPOSING CONFIRMATION OF DEBTORS' JOINT PLAN OF REORGANIZATION; (iii) APPROVING FORMS OF BALLOTS; (iv) SETTING A RECORD DATE FOR VOTING PURPOSES; AND (v) SETTING CONFIRMATION HEARING ON THE PLAN**

Western Funding Incorporated, a California corporation, Western Funding Inc. of Nevada, a Nevada corporation, and Global Track GPS, LLC, a Delaware limited liability company (collectively, the "Debtors"), debtors and debtors-in-possession, by and through their counsel, the law firm of Larson & Zirzow, LLC, filed its *Motion for Order: (i) Approving Adequacy of Disclosures in Debtors' Proposed Disclosure Statement to Accompany Debtors'*

1 *Joint Plan of Reorganization; (ii) Setting Deadlines for Balloting and Opposing Confirmation of*  
 2 *Debtors' Joint Plan; (iii) Approving Form of Ballots; (iv) Setting a Record Date for Voting*  
 3 *Purposes; and (v) Setting the Confirmation Hearing on the Plan* (as supplemented, the  
 4 "Motion"),<sup>1</sup> [ECF No. 322], which requested approval of Debtors' proposed *Disclosure*  
 5 *Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement"), as  
 6 well as that the Court set related deadlines with regard to *Debtors' Joint Plan of Reorganization*  
 7 (the "Plan"); the Court having held a hearing on November 25, 2013 at 3:00 p.m., with all  
 8 appearances as noted on the record; and for good cause shown;

9 **IT IS HEREBY ORDERED:**

10 1. The Motion is GRANTED. Debtors' proposed Disclosure Statement, as  
 11 modified, is approved pursuant to section 1125 of the Bankruptcy Code as containing adequate  
 12 information.

13 2. Debtors are authorized and directed to distribute or cause to be distributed  
 14 solicitation packages (the "Solicitation Packages") containing a copy of: (a) this Order; (b) the  
 15 Confirmation Hearing Notice; and (c) either (i) a Ballot, together with a copy of the Disclosure  
 16 Statement (together with the Plan attached thereto), or (ii) the Notice of Non-Voting Status, by  
 17 no later than two (2) calendar days after entry of this Order (the "Solicitation Date").

18 3. Solicitation Packages, which shall include Ballots, shall be distributed to Holders,  
 19 as of the Record Date, of Allowed Claims in Classes A2, A4, A5, B2, B4, C2, and C4, which  
 20 Classes are designated as Impaired under the Plan and entitled to vote to accept or reject the Plan.

21 4. Solicitation Packages, which shall include the Notice of Non-Voting Status (and  
 22 which shall exclude any Ballots), shall be distributed to Holders, as of the Record Date, of  
 23 Claims and Interests in Classes A1, A3, A6, A7, B1, B3, B5, B6, C1, C3, C5 and C6, which  
 24 Classes are not entitled to vote to accept or reject the Plan.

25 5. With respect to addresses from which notices of commencement of the Chapter 11  
 26 Cases have been returned by the United States Postal Service as undeliverable, Debtors are

27  
 28 <sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings set forth in the Motion.

1 excused from distributing Solicitation Packages to those entities listed at such addresses unless  
2 Debtors receive written notice of accurate addresses for such entities, or accurate forwarding  
3 addresses from the United States Postal Service, before the Solicitation Date and the failure to  
4 distribute Solicitation Packages to such entities will not constitute inadequate notice of the  
5 Confirmation Hearing, the Voting Deadline (as defined below), or violation of Bankruptcy Rule  
6 3017(d).

7 6. All Ballots must be properly executed, completed, and the original thereof shall be  
8 delivered to Debtors' counsel so as to be actually received by no later than December 17, 2013 at  
9 5:00 p.m. (PST) (the "Voting Deadline").

10 7. Solely for purposes of voting to accept or reject the Plan and not for the purpose  
11 of the allowance of, or distribution on account of, a claim and without prejudice to the rights of  
12 Debtors in any other context, each claim entitled to vote to accept or reject the Plan shall be  
13 entitled to vote the amount of such claim as set forth in the Schedules, unless such Holder has  
14 timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of  
15 such claim as set forth in such proof of claim.

16 8. The Confirmation Hearing will be held on December 20, 2013 at 9:30 a.m., and  
17 may be adjourned from time to time by the Court or Debtors without further notice to parties  
18 other than an announcement in Court at the Confirmation Hearing or any adjourned subsequent  
19 Confirmation Hearing and the Plan may be modified pursuant to section 1127 of the Bankruptcy  
20 Code prior to, during or as a result of the Confirmation Hearing, pursuant to the terms of the  
21 Plan.

22 9. Objections to confirmation of the Plan, if any, must be in writing; state the name  
23 and address of the objecting party and the amount and nature of the claim or interest of such  
24 party; state with particularity the basis and nature of any objection; and be filed, together with  
25 proof of service, with the Court no later than December 17, 2013 at 5:00 p.m. (PST). Objections  
26 to confirmation of the Plan not timely filed and served in the manner set forth herein shall not be  
27 considered and shall be overruled. All replies to any objections to confirmation and Debtors'  
28 points and authorities in support of confirmation of the Plan must be filed with the Court by no

1 later than December 19, 2013 at 12:00 p.m. (PST).

2 10. The ballot summary must be filed by Debtors on or before December 18, 2013.

3 11. Debtors are authorized to take or refrain from taking any action necessary or  
4 appropriate to implement the terms of and the relief granted in this Order without seeking further  
5 order of the Court. Debtors are authorized to make non-substantive changes to the Disclosure  
6 Statement, the Plan, and related documents without further order of the Court, including, without  
7 limitation, changes to correct typographical and grammatical errors and to make conforming  
8 changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation  
9 Package prior to their distribution.

10 **IT IS SO ORDERED.**

11  
12 Prepared and submitted by:

13 LARSON & ZIRZOW, LLC

14 By: \_\_\_\_\_  
15 MATTHEW C. ZIRZOW, ESQ.  
16 810 S. Casino Center Blvd. #101  
17 Las Vegas, Nevada 89101  
Attorneys for Debtors

18 **LR 9021 CERTIFICATION**

19 In accordance with LR 9021, counsel submitting this document certifies that the order  
20 accurately reflects the court's ruling and that (check one):

21 ☒ The court has waived the requirement of approval under LR 9021(b)(1).

22 ☐ No party appeared at the hearing or filed an objection to the motion.

23 ☐ I have delivered a copy of this proposed order to all counsel who appeared at the  
24 hearing, any unrepresented parties who appeared at the hearing, and each has approved or  
disapproved the order, or failed to respond, as indicated below:

25 ☐ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this  
26 order with the motion pursuant to LR 9014(g), and that no party has objected to the form or  
content of the order.

27 ###

## **EXHIBIT “3”**



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING  
DEBTORS' JOINT PLAN OF REORGANIZATION**

**WFI - CLASS A2 (SENIOR SECURED CLAIM)**

Western Funding Incorporated, a California corporation ("WFI"), Western Funding Inc. of Nevada, a Nevada corporation ("WFIN"), and Global Track GPS, LLC, a Delaware limited liability company ("Global Track") and together with WFI and WFI, the "Debtors"), debtors and debtors-in-possession, filed *Debtors' Plan of Reorganization* (the "Plan") on November 25, 2013. The *Joint Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement") provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Larson & Zirzow, LLC, Attn: Matthew Zirzow, Esq., 810 S. Casino Center Blvd. #101, Las Vegas, Nevada 89101, Telephone: (702) 382-1170, or E-mail: mzirzow@lzlawnv.com.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Only the holder of the WFI - CLASS A2 (SENIOR SECURED CLAIM) is impaired and is entitled to vote with regard to that Claim. If you are the holder of the WFI - CLASS A2 (SENIOR SECURED CLAIM), Debtors encourage you to vote and return this Ballot as instructed.**

**IF YOUR BALLOT IS NOT RECEIVED BY LARSON & ZIRZOW, LLC, ATTN: MATTHEW ZIRZOW, ESQ., 810 S. CASINO CENTER BLVD. #101, LAS VEGAS, NEVADA 89101, BY MAIL, BY FAX (702) 382-1169, OR BY E-MAIL AT MZIRZOW@LZLAWN.COM, ON OR BEFORE DECEMBER 17, 2013 AT 5:00 P.M. (PST), AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.**

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned is the holder of a **WFI - CLASS A2 (SENIOR SECURED CLAIM)** against WFI in the unpaid amount of:

\$ \_\_\_\_\_.

**CHECK ONE BOX ONLY:**

☐ I VOTE TO ACCEPT THE PLAN

☐ I VOTE TO REJECT THE PLAN

Dated: \_\_\_\_\_

**Print or Type**

Company: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**RETURN THIS BALLOT TO: (DEADLINE IS DECEMBER 17, 2013 AT 5:00 P.M. PST)**

LARSON & ZIRZOW, LLC  
ATTN: MATTHEW C. ZIRZOW, ESQ.  
810 S. Casino Center Blvd. #101  
Las Vegas, Nevada 89101  
Fax: (702) 382-1169  
E-Mail: mzirzow@lzlawnv.com

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. No fees or commissions or remuneration will be payable to any broker, dealer, or other person for soliciting ballots accepting the Plan. Nothing contained herein or in the enclosed documents shall constitute an appointment of you or any other person as the agent of Debtors, authorize you or any other person to use any document or make any statements on behalf of Debtors or with respect to the Plan, except for the statements contained in the documents enclosed herewith.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING  
DEBTORS' JOINT PLAN OF REORGANIZATION**

**WFIN - CLASS B2 (SENIOR SECURED CLAIM)**

Western Funding Incorporated, a California corporation ("WFI"), Western Funding Inc. of Nevada, a Nevada corporation ("WFIN"), and Global Track GPS, LLC, a Delaware limited liability company ("Global Track" and together with WFI and WFI, the "Debtors"), debtors and debtors-in-possession, filed *Debtors' Plan of Reorganization* (the "Plan") on November 25, 2013. The *Joint Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement") provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Larson & Zirzow, LLC, Attn: Matthew Zirzow, Esq., 810 S. Casino Center Blvd. #101, Las Vegas, Nevada 89101, Telephone: (702) 382-1170, or E-mail: mzirzow@lzlawnv.com.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Only the holder of the WFIN - CLASS B2 (SENIOR SECURED CLAIM) is impaired and is entitled to vote with regard to that Claim. If you are the holder of the WFIN - CLASS B2 (SENIOR SECURED CLAIM), Debtors encourage you to vote and return this Ballot as instructed.**

**IF YOUR BALLOT IS NOT RECEIVED BY LARSON & ZIRZOW, LLC, ATTN: MATTHEW ZIRZOW, ESQ., 810 S. CASINO CENTER BLVD. #101, LAS VEGAS, NEVADA 89101, BY MAIL, BY FAX (702) 382-1169, OR BY E-MAIL AT MZIRZOW@LZLAWN.COM, ON OR BEFORE DECEMBER 17, 2013 AT 5:00 P.M. (PST), AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.**

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned is the holder of a **WFIN - CLASS B2 (SENIOR SECURED CLAIM)** against WFIN in the unpaid amount of:

\$ \_\_\_\_\_.

**CHECK ONE BOX ONLY:**

☐ I VOTE TO ACCEPT THE PLAN

☐ I VOTE TO REJECT THE PLAN

Dated: \_\_\_\_\_

**Print or Type**

Company: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**RETURN THIS BALLOT TO: (DEADLINE IS DECEMBER 17, 2013 AT 5:00 P.M. PST)**

LARSON & ZIRZOW, LLC  
ATTN: MATTHEW C. ZIRZOW, ESQ.  
810 S. Casino Center Blvd. #101  
Las Vegas, Nevada 89101  
Fax: (702) 382-1169  
E-Mail: mzirzow@lzlawnv.com

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. No fees or commissions or remuneration will be payable to any broker, dealer, or other person for soliciting ballots accepting the Plan. Nothing contained herein or in the enclosed documents shall constitute an appointment of you or any other person as the agent of Debtors, authorize you or any other person to use any document or make any statements on behalf of Debtors or with respect to the Plan, except for the statements contained in the documents enclosed herewith.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING  
DEBTORS' JOINT PLAN OF REORGANIZATION**

**GLOBAL TRACK - CLASS C2 (SENIOR SECURED CLAIM)**

Western Funding Incorporated, a California corporation ("WFI"), Western Funding Inc. of Nevada, a Nevada corporation ("WFIN"), and Global Track GPS, LLC, a Delaware limited liability company ("Global Track" and together with WFI and WFI, the "Debtors"), debtors and debtors-in-possession, filed *Debtors' Plan of Reorganization* (the "Plan") on November 25, 2013. The *Joint Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement") provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Larson & Zirzow, LLC, Attn: Matthew Zirzow, Esq., 810 S. Casino Center Blvd. #101, Las Vegas, Nevada 89101, Telephone: (702) 382-1170, or E-mail: mzirzow@lzlawnv.com.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Only the holder of the GLOBAL TRACK - CLASS C2 (SENIOR SECURED CLAIM) is impaired and is entitled to vote with regard to that Claim. If you are the holder of the GLOBAL TRACK - CLASS C2 (SENIOR SECURED CLAIM), Debtors encourage you to vote and return this Ballot as instructed.**

**IF YOUR BALLOT IS NOT RECEIVED BY LARSON & ZIRZOW, LLC, ATTN: MATTHEW ZIRZOW, ESQ., 810 S. CASINO CENTER BLVD. #101, LAS VEGAS, NEVADA 89101, BY MAIL, BY FAX (702) 382-1169, OR BY E-MAIL AT MZIRZOW@LZLAWN.COM, ON OR BEFORE DECEMBER 17, 2013 AT 5:00 P.M. (PST), AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.**

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned is the holder of a **GLOBAL TRACK - CLASS C2 (SENIOR SECURED CLAIM)** against Global Track in the unpaid amount of:

\$ \_\_\_\_\_.

**CHECK ONE BOX ONLY:**

☐ I VOTE TO ACCEPT THE PLAN

☐ I VOTE TO REJECT THE PLAN

Dated: \_\_\_\_\_

**Print or Type**

Company: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**RETURN THIS BALLOT TO: (DEADLINE IS DECEMBER 17, 2013 AT 5:00 P.M. PST)**

LARSON & ZIRZOW, LLC  
ATTN: MATTHEW C. ZIRZOW, ESQ.  
810 S. Casino Center Blvd. #101  
Las Vegas, Nevada 89101  
Fax: (702) 382-1169  
E-Mail: mzirzow@lzlawnv.com

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. No fees or commissions or remuneration will be payable to any broker, dealer, or other person for soliciting ballots accepting the Plan. Nothing contained herein or in the enclosed documents shall constitute an appointment of you or any other person as the agent of Debtors, authorize you or any other person to use any document or make any statements on behalf of Debtors or with respect to the Plan, except for the statements contained in the documents enclosed herewith.



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING  
DEBTORS' JOINT PLAN OF REORGANIZATION**

**WFI - CLASS B4 (B MEMBER SECURED CLAIM)**

Western Funding Incorporated, a California corporation ("WFI"), Western Funding Inc. of Nevada, a Nevada corporation ("WFIN"), and Global Track GPS, LLC, a Delaware limited liability company ("Global Track") and together with WFI and WFI, the "Debtors"), debtors and debtors-in-possession, filed *Debtors' Plan of Reorganization* (the "Plan") on November 25, 2013. The *Joint Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement") provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Larson & Zirzow, LLC, Attn: Matthew Zirzow, Esq., 810 S. Casino Center Blvd. #101, Las Vegas, Nevada 89101, Telephone: (702) 382-1170, or E-mail: mzirzow@lzlawnv.com.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Only the holder of the WFI - CLASS B4 (B MEMBER SECURED CLAIM) is impaired and is entitled to vote with regard to that Claim. If you are the holder of the WFI - CLASS B4 (B MEMBER SECURED CLAIM), Debtors encourage you to vote and return this Ballot as instructed.**

**IF YOUR BALLOT IS NOT RECEIVED BY LARSON & ZIRZOW, LLC, ATTN: MATTHEW ZIRZOW, ESQ., 810 S. CASINO CENTER BLVD. #101, LAS VEGAS, NEVADA 89101, BY MAIL, BY FAX (702) 382-1169, OR BY E-MAIL AT MZIRZOW@LZLAWN.COM, ON OR BEFORE DECEMBER 17, 2013 AT 5:00 P.M. (PST), AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.**

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned is the holder of a **WFI - CLASS B4 (B MEMBER SECURED CLAIM)** against WFI in the unpaid amount of:

\$ \_\_\_\_\_.

**CHECK ONE BOX ONLY:**

☐ I VOTE TO ACCEPT THE PLAN

☐ I VOTE TO REJECT THE PLAN

Dated: \_\_\_\_\_

**Print or Type**

Company: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**RETURN THIS BALLOT TO: (DEADLINE IS DECEMBER 17, 2013 AT 5:00 P.M. PST)**

LARSON & ZIRZOW, LLC  
ATTN: MATTHEW C. ZIRZOW, ESQ.  
810 S. Casino Center Blvd. #101  
Las Vegas, Nevada 89101  
Fax: (702) 382-1169  
E-Mail: mzirzow@lzlawnv.com

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. No fees or commissions or remuneration will be payable to any broker, dealer, or other person for soliciting ballots accepting the Plan. Nothing contained herein or in the enclosed documents shall constitute an appointment of you or any other person as the agent of Debtors, authorize you or any other person to use any document or make any statements on behalf of Debtors or with respect to the Plan, except for the statements contained in the documents enclosed herewith.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING  
DEBTORS' JOINT PLAN OF REORGANIZATION**

**WFI - CLASS B5 (GENERAL UNSECURED CLAIM)**

Western Funding Incorporated, a California corporation ("WFI"), Western Funding Inc. of Nevada, a Nevada corporation ("WFIN"), and Global Track GPS, LLC, a Delaware limited liability company ("Global Track" and together with WFI and WFI, the "Debtors"), debtors and debtors-in-possession, filed *Debtors' Plan of Reorganization* (the "Plan") on November 25, 2013. The *Joint Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement") provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Larson & Zirzow, LLC, Attn: Matthew Zirzow, Esq., 810 S. Casino Center Blvd. #101, Las Vegas, Nevada 89101, Telephone: (702) 382-1170, or E-mail: mzirzow@lzlawnv.com.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Only the holder of the WFI - CLASS B5 (GENERAL UNSECURED CLAIM) is impaired and is entitled to vote with regard to that Claim. If you are the holder of the WFI - CLASS B5 (GENERAL UNSECURED CLAIM), Debtors encourage you to vote and return this Ballot as instructed.**

**IF YOUR BALLOT IS NOT RECEIVED BY LARSON & ZIRZOW, LLC, ATTN: MATTHEW ZIRZOW, ESQ., 810 S. CASINO CENTER BLVD. #101, LAS VEGAS, NEVADA 89101, BY MAIL, BY FAX (702) 382-1169, OR BY E-MAIL AT MZIRZOW@LZLAWN.COM, ON OR BEFORE DECEMBER 17, 2013 AT 5:00 P.M. (PST), AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.**

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned is the holder of a **WFI - CLASS B5 (GENERAL UNSECURED CLAIM)** against WFI in the unpaid amount of:

\$ \_\_\_\_\_.

**CHECK ONE BOX ONLY:**

☐ I VOTE TO ACCEPT THE PLAN

☐ I VOTE TO REJECT THE PLAN

Dated: \_\_\_\_\_

**Print or Type**

Company: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**RETURN THIS BALLOT TO: (DEADLINE IS DECEMBER 17, 2013 AT 5:00 P.M. PST)**

LARSON & ZIRZOW, LLC  
ATTN: MATTHEW C. ZIRZOW, ESQ.  
810 S. Casino Center Blvd. #101  
Las Vegas, Nevada 89101  
Fax: (702) 382-1169  
E-Mail: mzirzow@lzlawnv.com

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. No fees or commissions or remuneration will be payable to any broker, dealer, or other person for soliciting ballots accepting the Plan. Nothing contained herein or in the enclosed documents shall constitute an appointment of you or any other person as the agent of Debtors, authorize you or any other person to use any document or make any statements on behalf of Debtors or with respect to the Plan, except for the statements contained in the documents enclosed herewith.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**BALLOT FOR ACCEPTING OR REJECTING  
DEBTORS' JOINT PLAN OF REORGANIZATION**

**WFIN - CLASS B4 (GENERAL UNSECURED CLAIM)**

Western Funding Incorporated, a California corporation ("WFI"), Western Funding Inc. of Nevada, a Nevada corporation ("WFIN"), and Global Track GPS, LLC, a Delaware limited liability company ("Global Track" and together with WFI and WFI, the "Debtors"), debtors and debtors-in-possession, filed *Debtors' Plan of Reorganization* (the "Plan") on November 25, 2013. The *Joint Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement") provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Larson & Zirzow, LLC, Attn: Matthew Zirzow, Esq., 810 S. Casino Center Blvd. #101, Las Vegas, Nevada 89101, Telephone: (702) 382-1170, or E-mail: mzirzow@lzlawnv.com.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Only the holder of the WFIN - CLASS B4 (GENERAL UNSECURED CLAIM) is impaired and is entitled to vote with regard to that Claim. If you are the holder of the WFIN - CLASS B4 (GENERAL UNSECURED CLAIM), Debtors encourage you to vote and return this Ballot as instructed.**

**IF YOUR BALLOT IS NOT RECEIVED BY LARSON & ZIRZOW, LLC, ATTN: MATTHEW ZIRZOW, ESQ., 810 S. CASINO CENTER BLVD. #101, LAS VEGAS, NEVADA 89101, BY MAIL, BY FAX (702) 382-1169, OR BY E-MAIL AT MZIRZOW@LZLAWN.COM, ON OR BEFORE DECEMBER 17, 2013 AT 5:00 P.M. (PST), AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.**

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned is the holder of a **WFIN - CLASS B4 (GENERAL UNSECURED CLAIM)** against WFIN in the unpaid amount of:

\$ \_\_\_\_\_.

**CHECK ONE BOX ONLY:**

☐ I VOTE TO ACCEPT THE PLAN

☐ I VOTE TO REJECT THE PLAN

Dated: \_\_\_\_\_

**Print or Type**

Company: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**RETURN THIS BALLOT TO: (DEADLINE IS DECEMBER 17, 2013 AT 5:00 P.M. PST)**

LARSON & ZIRZOW, LLC  
ATTN: MATTHEW C. ZIRZOW, ESQ.  
810 S. Casino Center Blvd. #101  
Las Vegas, Nevada 89101  
Fax: (702) 382-1169  
E-Mail: mzirzow@lzlawnv.com

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. No fees or commissions or remuneration will be payable to any broker, dealer, or other person for soliciting ballots accepting the Plan. Nothing contained herein or in the enclosed documents shall constitute an appointment of you or any other person as the agent of Debtors, authorize you or any other person to use any document or make any statements on behalf of Debtors or with respect to the Plan, except for the statements contained in the documents enclosed herewith.



## **EXHIBIT “4”**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED,  Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA,  Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC,  Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED CLASSES**

**ALL ADMINISTRATIVE CLAIMS (UNCLASSIFIED),  
ALL PRIORITY TAX CLAIMS (UNCLASSIFIED),  
ALL PRIORITY NON-TAX CLAIMS (CLASSES A1, B1 AND C1), AND  
ALL MISCELLANEOUS SECURED CLAIMS (CLASSES A3, B3, AND C3)**

**PLEASE TAKE NOTICE THAT** the United States Bankruptcy Court for the District of Nevada approved the *Disclosure Statement To Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement"), filed by Western Funding Incorporated, a California corporation, Western Funding Inc. of Nevada, a Nevada corporation, and Global Track GPS, LLC, a Delaware limited liability company (collectively, the "Debtors"), and directed Debtor to solicit votes from holders of impaired claims to accept or reject the *Debtors' Joint Plan of Reorganization* (as may be amended, the "Plan"), attached thereto.

**NON-VOTING STATUS - UNIMPAIRED CLASSES NOT ENTITLED TO VOTE:** As set forth in the Plan and Disclosure Statement, allowed Administrative Claims, which are not designated as a Class under the Plan, will be paid in full on the Effective Date of the Plan, or as soon thereafter as such Claims are allowed by the Bankruptcy Court, unless the Holder of such claim agrees otherwise.

Holders of allowed Priority Tax Claims, which are not designated as a Class under the Plan, shall either be paid in full, in cash, on the Effective Date of the Plan, or treated in accordance with 11 U.S.C. §§ 1129(a)(9)(C) or 1129(a)(9)(D).

Holders of allowed Priority Non-Tax Claims (CLASSES A1, B1 AND C1), shall be paid, except to the extent that a Holder has agreed in writing with the Debtors (or the Liquidating Trustee) and the Pre-Petition Agent to a different treatment (in which event such other writing will govern), each Holder of an Allowed Claim in Classes A1, B1, and C1 shall receive, on account of, and in full and complete settlement, release and discharge of and in exchange for, such Claim, at the

election of the Liquidating Trustee, (i) Cash equal to the amount of such Allowed Claims in Classes A1, B1, and C1 in accordance with Bankruptcy Code § 1129(a)(9), on the later of (a) the Effective Date (or as soon as reasonably practicable thereafter) and (b) the date such Claim in Classes A1, B1, and C1 becomes an Allowed Claim in Classes A1, B1, and C1 (or as soon as reasonably practicable thereafter); or (ii) such other treatment agreed to by the Debtors, Liquidating Trustee, and the Pre-Petition Agent required to render such Allowed Claims in Classes A1, B1, and C1 Unimpaired pursuant to Bankruptcy Code § 1124.

Holders of allowed Miscellaneous Secured Claims (CLASSES A3, B3, AND C3), if any, shall receive, on account of, and in full and complete settlement, release and discharge of and in exchange for such Allowed Class A3, B3, and C3 Claim, at the election of the Liquidating Trustee (with the prior written consent of Pre-Petition Agent), (a) such treatment in accordance with Bankruptcy Code § 1124 as may be determined by the Bankruptcy Court; (b) payment in full, in Cash, of such Allowed Class A3, B3, and C3 Claim; (c) satisfaction of any such Allowed Class A3, B3, and C3 Claim by delivering the Collateral securing any such Claims (if such Collateral is an Other Asset and not previously sold or otherwise transferred other than to the Liquidating Trust) and paying any interest fees, costs and/or expense required to be paid under Bankruptcy Code § 506(b); or (d) providing such Holder with such treatment in accordance with Bankruptcy Code § 1129(b) as may be determined by the Bankruptcy Court.

All of the foregoing claims are Unimpaired and therefore, pursuant to 11 U.S.C. § 1126(f) are presumed to have accepted the Plan, and are not entitled to vote on the Plan. This notice is provided for informational purposes only.

Copies of the order approving the Disclosure Statement, the Plan, and the Disclosure Statement are available on the internet at <http://www.nvb.uscourts.gov>. In the alternative, a copy of the Plan and Disclosure Statement may be obtained via cd-rom or e-mail by contacting Debtors' counsel, the law firm of Larson & Zirzow, LLC, Attn: Matthew Zirzow, Esq., 810 S. Casino Center Blvd. #101, Las Vegas, Nevada 89101, Telephone: (702) 382-1170, or E-mail: [mzirzow@lzlawnv.com](mailto:mzirzow@lzlawnv.com).

DATED: November 25, 2013.

## **EXHIBIT “5”**

LARSON & ZIRZOW, LLC  
 ZACHARIAH LARSON, ESQ.  
 Nevada Bar No. 7787  
 E-mail: zlarson@lzlawnv.com  
 MATTHEW C. ZIRZOW, ESQ.  
 Nevada Bar No. 7222  
 E-mail: mzirzow@lzlawnv.com  
 810 S. Casino Center Blvd. #101  
 Las Vegas, Nevada 89101  
 Telephone: (702) 382-1170  
 Facsimile: (702) 382-1169  
 Attorneys for Debtors

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re: WESTERN FUNDING INCORPORATED, Debtor.	Case No.: BK-S-13-17588-LED Chapter 11 (Jointly Administered)
In re: WESTERN FUNDING INC. OF NEVADA, Debtor.	Case No.: BK-S-13-17586-LED Chapter 11
In re: GLOBAL TRACK GPS, LLC, Debtor.	Case No.: BK-S-13-17589-LED Chapter 11

**NOTICE OF: (i) HEARING ON CONFIRMATION OF DEBTORS' JOINT PLAN OF REORGANIZATION; (ii) PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN; AND (iii) PROCEDURES AND DEADLINES FOR VOTING ON THE PLAN**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST AND EQUITY INTERESTS IN THE ABOVE-CAPTIONED DEBTOR AND DEBTOR-IN-POSSESSION, PLEASE TAKE NOTICE THAT:

**Disclosure Statement.** The United States Bankruptcy Court for the District of Nevada (the "Court") has approved the *Disclosure Statement to Accompany Debtors' Joint Plan of Reorganization* (the "Disclosure Statement") pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") of Western Funding Incorporated, a California corporation, Western Funding Inc. of Nevada, a Nevada corporation, and Global Track GPS, LLC, a Delaware limited liability company (collectively, the "Debtors"), and directed Debtors to solicit votes with regard to the approval or rejection of *Debtors' Joint Plan of Reorganization*, attached as Exhibit "A" to the Disclosure Statement (as may be amended, the "Plan").<sup>1</sup>

**Confirmation Hearing.** A hearing to consider the confirmation of the Plan (the

<sup>1</sup> Unless otherwise indicated, all capitalized terms herein shall be defined as they are in the Plan.

“Confirmation Hearing”) will be held before a United States Bankruptcy Judge, in the Foley Federal Building, 300 Las Vegas Boulevard South, Las Vegas, Nevada 89101, Third Floor, Courtroom III, commencing on **December 20, 2013, at 9:30 a.m. (PST)**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Court or Debtor in open court of the adjourned date at the Confirmation Hearing, or any continued hearing, and the Plan may be modified, if necessary, prior to, during or as a result of the Confirmation Hearing in accordance with the terms of the Plan, without further notice to interested parties.

**Voting Deadline.** All votes to accept or reject the Plan must be received by **December 17, 2013 at 5:00 p.m. (PST)**. Any failure to follow the voting instructions on the ballots (the “Ballots”) or in the Plan that will be included in the solicitation packages may disqualify your Ballot and your vote.

**Parties-in-Interest Not Entitled to Vote.** Holders of certain claims are not entitled to vote on the Plan. Such Holders will receive a Notice of Non-Voting Status, rather than a Ballot and solicitation package.

**Objections to Confirmation/Replies.** Objections, if any, to the confirmation of the Plan must be filed with the Bankruptcy Court and served by no later than **December 17, 2013 at 5:00 p.m. (PST)**. Replies to such objections and proposed modifications must be served by no later than **December 19, 2013 at 12:00 p.m. (PST)**.

**If you object to the relief requested, you must file a WRITTEN response to this pleading with the Court. You must also serve your written response on the person who sent you this notice.**

**If you do not file a written response with the Court, or if you do not serve your written response on the person who sent you this notice, then:**

- **The court may refuse to allow you to speak at the scheduled hearing; and**
- **The court may rule against you without formally calling the matter at the hearing.**

DATED: November 25, 2013.

LARSON & ZIRZOW, LLC

By: \_\_\_\_\_  
 ZACHARIAH LARSON, ESQ.  
 MATTHEW C. ZIRZOW, ESQ.  
 810 S. Casino Center Blvd. #101  
 Las Vegas, Nevada 89101  
 Attorneys for Debtors